

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U25111BR1994PLC006131

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCB1294R

(ii) (a) Name of the company

BMW VENTURES LIMITED

(b) Registered office address

1ST FLOOR, MONA CINEMA COMPLEX
EAST GANDHI MAIDAN
PATNA
Patna
Bihar
800004

(c) *e-mail ID of the company

info@bmwventures.com

(d) *Telephone number with STD code

8102223771

(e) Website

www.bmwventures.com

(iii) Date of Incorporation

07/10/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	99.48
2	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	0.52

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	15,828,750	15,828,750	15,828,750
Total amount of equity shares (in Rupees)	250,000,000	158,287,500	158,287,500	158,287,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	25,000,000	15,828,750	15,828,750	15,828,750
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	158,287,500	158,287,500	158,287,500

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	15,828,750	158,287,500	158,287,500	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	15,828,750	158,287,500	158,287,500	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		25/09/2019	
Date of registration of transfer (Date Month Year)		19/11/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	67,500	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	49		
Transferor's Name	KISHOREPURIA HUF	KUMAR	BINOD
	Surname	middle name	first name
Ledger Folio of Transferee	01		
Transferee's Name	KISHOREPURIA	KUMAR	BIJAY
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,594,424,083.78
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			25,050,893
Deposit			0
Total			1,619,474,976.78

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

11,332,429,060.46

(ii) Net worth of the Company

750,120,472.09

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,387,500	27.72	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	4,387,500	27.72	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	868,500	5.49	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10,446,750	66	0	
10.	Others HUF	126,000	0.8	0	
	Total	11,441,250	72.29	0	0

Total number of shareholders (other than promoters)

16

**Total number of shareholders (Promoters+Public/
Other than promoters)**

20

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	17	16
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	4	0	4	0	27.72	0
B. Non-Promoter	0	2	0	3	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	2	4	3	27.72	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BIJAY KUMAR KISHOR	00626283	Managing Director	2,070,000	
NITIN KISHOREPURIA	00626377	Whole-time directo	1,149,300	
SABITA DEVI KISHORE	00626490	Whole-time directo	875,700	
RACHNA KISHOREPUI	01093753	Whole-time directo	292,500	
YOGESH TULSYAN	07969660	Director	0	
VIJAY KUMAR GUPTA	08163242	Director	0	
RACHITA KEDIA	07174417	Director	0	
RAHUL KUMAR	ECLPK1828K	Company Secretar	0	
BIRENDRA YADAV	AJIPK7925P	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RACHITA KEDIA	07174417	Director	25/09/2019	Apointment
RAHUL KUMAR	ECLPK1828K	Company Secretar	05/06/2019	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	25/09/2019	20	18	99

B. BOARD MEETINGS

*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2019	6	6	100
2	15/05/2019	6	5	83.33
3	11/06/2019	6	5	83.33
4	10/07/2019	6	6	100
5	20/07/2019	6	5	83.33
6	20/08/2019	6	6	100
7	26/09/2019	7	7	100
8	22/10/2019	7	6	85.71
9	19/11/2019	7	6	85.71
10	13/12/2019	7	7	100
11	23/12/2019	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
12	13/01/2020	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR	07/04/2019	3	3	100
2	CSR	02/09/2019	3	3	100
3	CSR	04/10/2019	3	3	100
4	CSR	20/03/2020	3	3	100
5	Audit Committee	14/07/2019	3	3	100
6	Audit Committee	30/07/2019	3	3	100
7	Audit Committee	04/10/2019	3	3	100
8	Audit Committee	02/02/2020	3	3	100
9	Nomination and Remuneration	28/06/2019	3	3	100
10	Nomination and Remuneration	02/08/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	BIJAY KUMAR	14	14	100	2	2	100	Yes
2	NITIN KISHOR	14	14	100	3	3	100	Yes
3	SABITA DEVI	14	14	100	4	4	100	Yes
4	RACHNA KISHOR	14	14	100	2	2	100	Yes
5	YOGESH TULSI	14	14	100	8	8	100	Yes

6	VIJAY KUMAR	14	14	100	11	11	100	Yes
7	RACHITA KISHORE	8	8	100	4	4	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BIJAY KUMAR KISHORE	WHOLE-TIME DIRECTOR	9,600,000	0	0	960,000	10,560,000
2	RACHNA KISHORE	WHOLE-TIME DIRECTOR	4,800,000	0	0	480,000	5,280,000
	Total		14,400,000	0	0	1,440,000	15,840,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAHUL KUMAR	COMPANY SECRETARY	416,520	0	0	29,600	446,120
2	BIRENDRA YADAV	CFO	741,460	0	0	40,800	782,260
	Total		1,157,980	0	0	70,400	1,228,380

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	YOGESH TULSYANI	INDEPENDENT	0	0	0	25,000	25,000
2	VIJAY KUMAR GUPTA	INDEPENDENT	0	0	0	25,000	25,000
	Total		0	0	0	50,000	50,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
BIJAY KUMAR
KISHOREPUR
IA
Date: 2021.02.12
17:10:09 +05'30'

DIN of the director

00626283

To be digitally signed by

Digitally signed by
RAHUL
KUMAR
Date: 2021.02.12
17:11:08 +05'30'

Company Secretary

Company secretary in practice

Membership number

48728

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of shareholders.pdf
MGT 8.pdf
List of Board Meetings.pdf
List of Committee Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

BMW VENTURES LIMITED

BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting 26th (Twenty-sixth) Board Report on the business and operations of the company together with the Audited Financial Statements for the financial year ended 31st March, 2020.

I. FINANCIAL HIGHLIGHTS

During the year under review, performance of your company is as under:

Particulars	Year ended 31 st March, 2020	Year ended 31 st March, 2019
Revenue from operation	11,33,24,29,060.46	11,08,66,01,941.92
Other Income	1,62,71,517.69	1,07,30,497.67
Total Revenue	11,34,87,00,578.15	11,09,73,32,439.59
Less: Expenses	11,14,52,60,181.34	10,90,71,13,013.79
Profit/(Loss) before Extraordinary Items and Taxes	20,34,40,396.81	19,02,19,425.80
Extraordinary Items	0.00	0.00
Profit/(Loss) before tax	20,34,40,396.81	19,02,19,425.80
Less: Tax Expenses		
(a) Current Tax	4,44,77,664.02	6,21,82,313.00
(b) Deferred Tax	65,93,428.00	(6,56,575.00)
(c) Transfer to Provision for CSR	37,35,060.00	29,67,244.99
Profit/Loss for the year	14,86,34,244.79	12,57,26,442.81

II. STATE OF COMPANY'S AFFAIRS

The company is the authorized distributor of product of M/s Tata Steel Limited for the state of Bihar. The company is in the business of distributorship of M/s John Deere India Private Limited for the state of Bihar and distributorship of Sonalica Tractor in Lucknow. The company is also involved in manufacturing business of PVC pipes with its manufacturing unit set up at Patliputra, Patna.

III. EXTRACT OF ANNUAL RETURN

As per recent amendment, all the companies if uploaded annual return on its website and provide the link of the same in its Board's Report, then there is no need to annex extract of annual return in format of MGT-9 with the Board's Report. Link for the same is as below:

<http://www.bmwventures.com/index.php/annualreport>

Registered Office:

1st Floor, Mona Cinema Complex, East Gandhi Maidan, Patna- 800004

CIN: U25111BR1994PLC006131 , E-mail: info@bmwventures.com

Ph: 0612-26755506, 8102223771/74 , Fax: 0612 2675505

We Value Togetherness. Together We Create Value.

www.bmwventures.com

IV. COMPANY'S WEBSITE

Your Company's Website, www.bmwventures.com, was designed keeping in mind the customers' needs. The Website contains a host of information, including Company's achievements, Corporate profile, business, core product details and other detail etc.

The Company is maintaining website www.bmwventures.com and annual return of the Company shall be uploaded on such website.

V. AMOUNT TRANSFERRED TO RESERVES

For the year under review an amount of Rs. 25.00 Crore was transferred to general reserve.

VI. DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend in the Financial Year ended March 31, 2020.

VII. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of Company during the year.

VIII. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

IX. COVID-19 IMPACT

In the last month of F.Y 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

X. CHANGE IN SHARE CAPITAL DURING THE FINANCIAL YEAR 2019-20:

The authorized share capital of the Company as on 31st March 2020 stood at Rs. 25,00,00,000/-. The paid-up share capital of the company as on 31st March 2020 stood at Rs. 15,82,87,500/-. There is no change in the authorized and paid-up share capital of the company during the year.

XI. Number of Board Meetings

During the year under review meetings of the Board were held at regular intervals. The Board of Directors met Fourteen (14) times during the F.Y. 2019-20. The dates of Board Meetings are as mentioned below:

Sr. No.	Number of Board Meetings	Dates of Board Meeting
1.	01 ST /2019-20	20.04.2019
2.	02 ND /2019-20	15.05.2019
3.	03 RD /2019-20	11.06.2019
4.	04 TH /2019-20	10.07.2019
5.	05 TH /2019-20	20.07.2019
6.	06 TH /2019-20	20.08.2019
7.	07 TH /2019-20	26.09.2019
8.	08 TH /2019-20	22.10.2019
9.	09 TH /2019-20	19.11.2019
10.	10 TH /2019-20	13.12.2019
11.	11 TH /2019-20	23.12.2019
12.	12 TH /2019-20	13.01.2020
13.	13 TH /2019-20	10.02.2020
14.	14 TH /2019-20	28.02.2020

XII. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 form part of notes to the financial statements provided in the annual report.

XIII. DEPOSITS

The Company has neither accepted any deposits from public nor renewed it during the year under review. However, company has taken unsecured loans from its directors and relatives of directors.

XIV. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the transactions with any of related parties were in conflict with the Company's interest. The Company's major related party transactions are generally with its Associates/subsidiaries. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, Company's long-term strategy for investments, optimization of market share, profitability, liquidity, capital resources of subsidiaries, etc.

During the year under review, the contracts or arrangements with related parties referred to in section 188 of Companies Act, 2013 have been on arm's length and in ordinary course of business. However, transaction with such parties are given in Note No.27 of annual account.

XV. STATUTORY AUDITORS REPORT

There are no qualifications in statutory audit report. The comments in the Auditors Report read with the notes to the accounts are self-explanatory and do not call for further explanation.

XVI. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting financial position between end of the financial year and date of report.

XVII. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGES AND OUTGO

a) Conservation of Energy:

It is the regular process of the company to conserve the energy and save the electricity consumption and have installed LED lights. The Company motivates to switch off the lights/electrical appliances when there is no use. Since, the company is not energy intensive, the scope of conservation of energy is low. There is no capital investment made specifically with the motive to conserve the energy.

b) Technology Absorption:

The company is regularly improving its services/ manufacturing capabilities with the help of new means of technology. Your Company is committed to provide the best services/ quality of products to its clients with the help of latest technology, which is reasonable, according to the size of the Company. No expenditure has been incurred for research & development or purchase of technology.

c) Foreign Exchange Earnings/ Outgo:

There was no foreign exchange inflow or Outflow during the year under review.

XVIII. DETAILS OF COMPANIES WHICH HAVE BECOME/CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATES

None of the Companies have become/ceased to be subsidiaries, joint ventures or associates of the Company during the year under review.

XIX. COMMITTEES OF THE BOARD

AUDIT COMMITTEE MEETING:

Our Audit Committee comprises of one Whole-Time Director & Two Independent Directors:

- *Mr. Yogesh Tulsyan, Independent Director*
- *Mr. Vijay Kumar, Independent Director*
- *Mr. Nitin Kishorepuria, Whole-Time Director*

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2020, 04 (Four) Meeting of the Members of Audit Committee were held on 14th July 2019, 30th July 2019, 04th October 2019 and 02nd February 2020 and all the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE MEETING:

Our Nomination and Remuneration Committee ("the committee") comprises of two Independent Directors & one Non-Executive Non Independent Director i.e.:

- *Mr. Vijay Kumar Gupta, Independent Director*
- *Mr. Yogesh Tulsyan, Independent Director*
- *Mrs. Rachita Kedia, Non-Executive Non Independent Director*

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2020, 03 (Three) Meeting of the members of Nomination and Remuneration Committee were held on 28th June 2019, 02nd August 2019 and 04th October 2019.

STAKEHOLDER RELATIONSHIP COMMITTEE MEETING:

Our Stakeholder and Relationship Committee comprises of one Whole-Time Director, one Non-Executive Director and One Independent Director i.e.:

- *Mr. Yogesh Tulsyan, Independent Director*
- *Mrs. Rachita Kedia, Non-Executive Non Independent Director*
- *Mr. Nitin Kishorepuria, Whole-Time Director*

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2020, 01(One) Meeting of the members of Stakeholder and Relationship Committee Meeting was held on 04th October 2019.

CSR COMMITTEE MEETING:

During the year under review, the CSR committee had 3 directors namely:

- *Mrs. Sabita Devi Kishorepuria, Whole Time Director*
- *Mrs. Rachita Kedia, Non-Executive Non Independent Director*
- *Mr. Vijay Kumar Gupta, Independent Director*

During the financial year ended on 31st March, 2020, 04 (Four) Meeting of the Members of CSR Committee were held on 07th April 2019, 02nd September 2019, 04th October 2019 and 20th March 2020.

XX. CORPORATE SOCIAL RESPONSIBILITY POLICY

Annual Report on CSR Activities for the F.Y. 2019-20 is enclosed herewith and marked as **Annexure- A.**

XXI. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATIONS OF A RISK MANAGEMENT POLICY

The company has been addressing various risks impacting the Company and has commensurate risk management policy.

XXII. PARTICULARS OF EMPLOYEES

There are no employees who are in receipt of remuneration required to be furnished under Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) & (3) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

XXIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED/RESIGNED DURING THE YEAR

Particulars of changes in directorship of the company during the year under review are tabled herein below:

Sr. No.	Name of director	Designation	Type of Change	Effective Date
1.	Mr. Kamal Raj	Company Secretary	Cessation	20.04.2019
2.	Mr. Rahul Kumar	Company Secretary	Appointment	05.06.2019
3.	Mrs. Rachita Kedia	Non-Independent Director	Appointment	25.09.2019

Mr. Nitin Kishorepuria (DIN: 00626377), whole time director of the Company is retiring at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

XXIV. DECLARATION BY INDEPENDENT DIRECTORS

The company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

XXV. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There are no significant or material orders passed by the regulators or courts or tribunals that have an impact on the going concern status of the Company or its operations, in future.

XXVI. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has in place an adequate system of internal controls, with documented procedures covering all corporate functions. Systems of internal control are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

Apart from above, Company has appointed a Chartered Accountant to carry out internal audit of the function and activities of the Company.

XXVII. HUMAN RESOURCE MANAGEMENT

Your Company is continuously striving to create a conducive work environment to your employees who are the core asset of the organization that encourages innovation and superior performance. Your Company has also set up a scalable recruitment and Human Resources management process, which enables your Company to attract and retain high caliber employees.

XXVIII. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL ACT), 2013

The Company has constituted the Internal Complaint Committee as required to be constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal Act), 2013. No cases relating to sexual harassment of women at workplace were reported during the year under review.

XXIX. STATUTORY AUDITOR

The Company at its 25TH Annual General Meeting of the Company held on 25th September, 2019, had appointed M/s ADV & Associates, Chartered Accountants, Chartered Accountants, as Statutory Auditors of the Company, for a period of 5 years and who shall hold office from the conclusion of ensuing Annual General Meeting till the conclusion of 30th Annual General Meeting to be held in respect of F.Y. 2023-24. As advent of Companies (Amendments), Act, 2017, ratification of appointment of statutory auditor at every annual general meeting is not now statutory requirement. They will remain statutory auditor of our company till the conclusion of 30th Annual General Meeting.

XXX. DISCLOSURE IN RESPECT OF MAINTENANCE OF COST RECORDS:

The company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

XXXI. VIGIL MECHANISM

The company is in compliance with the provisions of Section 177 of Companies Act, 2013 and has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

XXXII. SECRETARIAL STANDARD

During the year under review, the company has duly complied the Secretarial Standard on the Meetings of Board of Directors (SS-1) and Secretarial Standard on General Meeting (SS-2) in pursuance to the provisions of Section 118 (10) of the Companies Act, 2013.

XXXIII. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company had appointed CS Sushil Kumar, Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the year ended 31st March 2020. The Secretarial Audit Report issued in this regard is enclosed as annexure.

XXXIV. Directors Responsibility Statement

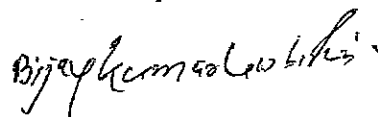
In accordance with the provisions of Section 134(5) of the Companies Act 2013, directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the Income & Expenditure of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors have ensured that the internal financial controls of the company are adequate and effective;
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgment

The Directors express their sincere appreciation to the valued members, bankers, auditors, clients and employees for their support.

For and on behalf of the Board of Directors
M/s BMW Ventures Limited



(Bijay Kumar Kishorepuria)
Managing Director
DIN: 00626283



(Nitin Kishorepuria)
Whole Time Director
DIN: 00626377

Date: 28.09.2020

Place: Patna

CSR ACTIVITIES F.Y. 2019-20**Provision as per Companies Act, 2013:**

As per Section 135 of the Companies Act, 2013, in every financial year, at least two percent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

Computation of net profit for Section 135 is as per section 198 of the companies Act 2013, which is primarily PBT (Profit Before Tax). Further Statutory provision and provisions of CSR Rules 2014, the activities undertaken in pursuance of the CSR policy must be relatable to Schedule VII of the Companies Act, 2013.

CSR Committee Members:

1. Mrs. Sabita Devi Kishorepuria, Whole Time Director
2. Mrs. Rachita Kedia, Non-Executive Non Independent Director
3. Mr. Vijay Kumar Gupta, Independent Director

Year	2019	2018	2017
PBT (Rs.)	19,02,19,425.80	16,65,99,248.45	8,82,68,093.61

Average Net Profit Last Three Financial Year (Rs.)	14,83,62,255.95
2% of avg Net Profit (Rs.)	29,67,245.12

Amount spent for the financial year 2019-20

S No.	Activities for	CSR Activities	Date	Expense(Rs)
1.	Solar Lamp Life Light Purchased (for distribution in Orissa Flood)	Donated	22.05.2019	7,35,000.00
2.	IQ City Foundation	Medical Activity	29.05.2019	15,00,000.00
3.	SS Media Consultants	Donation	27.06.2019	2,83,000.00
4.	Marvari Health Society	Medical Activity	16.10.2019	11,00,000.00
5.	Maa Vaishno Devi Seva Samiti	Medical Activity	17.12.2019	11,00,000.00
Total				47,18,000.00

Bijay Kumar Gupta

Nishu Kishorepuria

Kumar S & Co.

(Company Secretaries)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

BMW VENTURES LIMITED

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BMW VENTURES Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

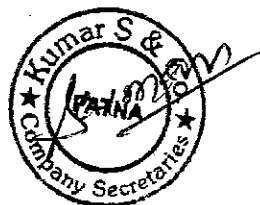
Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and other records maintained by BMW VENTURES Limited for the financial year ended on 31st March, 2020 according to the provisions of

(i)	The Companies Act, 2013 (the Act) and the rules made thereunder;	
(ii)	The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;	NA
(iii)	The Depositories Act, 1956 and the Regulations and Bye-laws framed thereunder;	The company has obtained international securities identification



		number (ISIN) and is in the process of dematerialisation of shares due to some technical reasons it has not been completed yet.
(iv)	Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;	-----NA-----
(v)	<p>The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-</p> <p>(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;</p> <p>(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;</p> <p>(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;</p> <p>(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;</p> <p>(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;</p>	-----NA-----



	<p>(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;</p> <p>(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and</p> <p>(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;</p>	
(vi)	and other applicable laws like in case of a pharmaceutical Company, the Pharmacy Act, 1948; Drugs and Cosmetics Act, 1940; Homeopathy Central Council Act, 1973 etc.	-----NA-----

I/We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

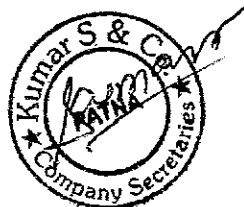
(ii) The Listing Agreements entered into by the Company with Stock Exchange. -----NA-----

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting and all the minutes of



the meetings were duly signed by the Chairman.

Majority decision is carried through unanimous majority while the dissenting members' views are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: PATNA

Date : 28/09/2020

FCS No. : 8444

C P No.: 9690

Signature:

KUMAR S & Co.:



This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
BMW VENTURES Limited

Our report of even date is to be read along with this letter.

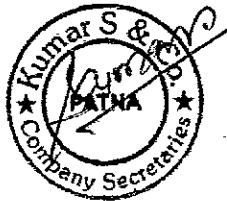
1. Maintenance of secretarial record is the responsibility of the management of the company.

Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

SUSHIL KUMAR



Practising Company Secretary
Membership No. -8444
Certificate of Practice No.9690
Date: 28/09/2020
Place: PATNA